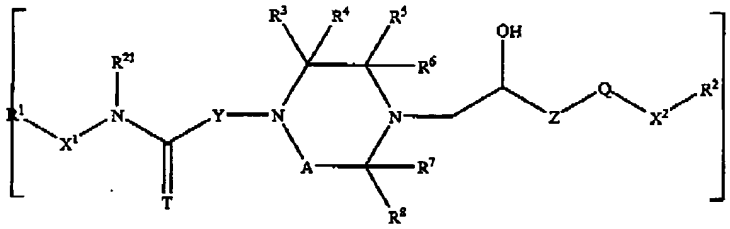
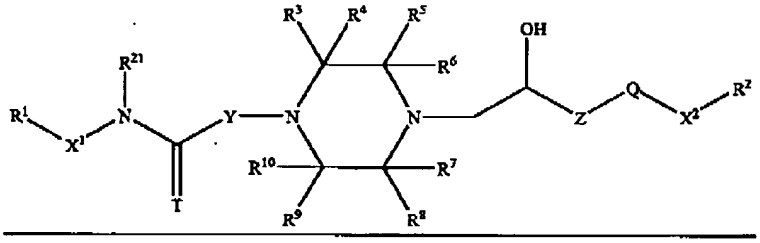
AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions and listing of claims in the application. For the Examiner's convenience a complete listing of all claims incorporating the amendments made herein is attached as Appendix B.

1. (Currently Amended) A compound of the formula:





wherein:

R^1 ~~and R^2 are independently~~is aryl or ~~optionally substituted alkyl, optionally substituted alkenyl,~~

~~optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted heterocycle, or optionally substituted~~ heteroaryl optionally substituted with 1 to 3 substituents selected from acetyl, alkyl, hydroxy, alkoxy, halogen, halogen substituted alkyl, phenyl, and phenyl substituted with acetyl, alkyl, alkoxy, hydroxy, halogen, or halogen substituted alkyl;

R^2 is heteroaryl optionally substituted with 1 to 3 substituents selected from acetyl, alkyl, hydroxy, alkoxy, halogen, halogen substituted alkyl, phenyl, and phenyl substituted with acetyl, alkyl, alkoxy, hydroxy, halogen, or halogen substituted alkyl

X^1 is a covalent bond, or $-(CR^{15}R^{16})_p-$, in which R^{15} and R^{16} are independently hydrogen, hydroxy, lower alkyl, or $-C(O)OR^{17}$, in which R^{17} is hydrogen, lower alkyl, or optionally substituted phenyl, and p is 1, 2 or 3;

with the proviso that when p is 1, R^{15} and R^{16} cannot be hydroxy;

R^{21} is hydrogen or lower alkyl;

T is oxygen or sulfur;

Y and Z are $-(CR^{18}R^{19})_q-$ and q at each occurrence is 1, 2 or 3, in which R^{18} and R^{19} at each occurrence is hydrogen or lower alkyl; and

~~A is $-(CR^9R^{10})_m-$; in which m is 1 or 2; and~~

R^3, R^4, R^5, R^6, R^7, R^8, R^9, and R^{10} at each occurrence are hydrogen, lower alkyl, or $-C(O)R$; in which R is $-OR^{11}$ or $-NR^{11}R^{12}$, where R^{11} and R^{12} are hydrogen or lower alkyl; or

R^3 and R^4, R^5 and R^6, R^7 and R^8, R^9 and R^{10}, when taken together with the carbon to which they are attached, represent carbonyl;

~~R^3 and R^4, R^5 and R^6, R^7 and R^8, R^9 and R^{10}, when taken together with the carbon to which they are attached, represent carbonyl; or~~

~~R^3 and R^7, or R^3 and R^9, or R^5 and R^7, or R^5 and R^9, when taken together form a bridging group $-(CR^{13}R^{14})_n-$, in which n is 1, 2 or 3, and R^{13} and R^{14} are independently hydrogen or lower alkyl; with the proviso that the maximum number of carbonyl groups is 1; the maximum number of C(O)R groups is 1; and the maximum number of bridging groups is 1;~~

Q is oxygen, sulfur, or $-NR^{20}-$, in which R^{20} is hydrogen or optionally substituted lower alkyl;

X^2 is a covalent bond or $-(CR^{18}R^{19})_q-$ wherein q at each occurrence is 1, 2 or 3, and R^{18} and R^{19} at each occurrence is hydrogen or lower alkyl; and

with the proviso that when X^1 is a covalent bond and Y is $-(CR^{18}R^{19})_q-$ in which q is 1 and R^{18} and R^{19} are hydrogen, then R^1 is not optionally substituted phenyl.

2. (Cancelled) ~~The compound of claim 1, wherein A is methylene.~~

3. (Currently Amended) The compound of claim ~~2~~1, wherein R^3, R^4, R^6, R^7, R^8, R^9, and R^{10} at each occurrence are hydrogen and R^5 is hydrogen or methyl.

4. (Original) The compound of claim 3, wherein Q and T are both oxygen and X^2 is a covalent bond.

5. (Original) The compound of claim 4, wherein R^{21} is hydrogen, Y is methylene or ethylene, and Z is methylene.

6. (~~Original~~Currently Amended) The compound of claim 5, wherein R^1 is optionally substituted aryl ~~or optionally substituted heteroaryl and R^2 is optionally substituted heteroaryl~~.

7. (Currently Amended) The compound of claim 6, wherein ~~R^1 is optionally substituted aryl and~~ R^2 is optionally substituted benzothiazolyl or optionally substituted benzoxazolyl.

8. (Original) The compound of claim 7, wherein R^1 is indan-4-yl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-indan-4-ylacetamide.

9. (Original) The compound of claim 7, wherein R^1 is (1,2,3,4-tetrahydronaphth-1-yl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-((1S)(1,2,3,4-tetrahydronaphthyl))acetamide.

10. (Original) The compound of claim 7, wherein R^1 is naphth-2-yl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is $-CH(CH_3)-$, namely 2-{4-[(2R)-2-

hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-((1S)-1-(2-naphthyl)ethyl)acetamide.

11. (Original) The compound of claim 7, wherein R^1 is phenyl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is $-CH(CH_3)-$, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-((1S)-1-phenylethyl)acetamide.

12. (Original) The compound of claim 6, wherein R^1 is optionally substituted heteroaryl and R^2 is optionally substituted benzothiazolyl or optionally substituted benzoxazolyl.

13. (Original) The compound of claim 12, wherein R^1 is 4-(4-chlorophenyl)thiazol-2-yl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-[4-(4-chlorophenyl)(1,3-thiazol-2-yl)]acetamide.

14. (Original) The compound of claim 12, wherein R^1 is 4-(4-chlorophenyl)thiazol-2-yl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is methyl, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]-3-methylpiperazinyl}-N-[4-(4-chlorophenyl)(1,3-thiazol-2-yl)]acetamide.

15. (Original) The compound of claim 12, wherein R^1 is 9-ethylcarbazol-3-yl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-(9-ethylcarbazol-3-yl)acetamide.

16. (Original) The compound of claim 12, wherein R^1 is 6-quinolyl, R^2 is 2-phenylbenzoxazol-5-yl, R^5 is hydrogen, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-phenylbenzoxazol-5-yloxy)propyl]piperazinyl}-N-(6-quinolyl)acetamide.

17. (Original) The compound of claim 12, wherein R^1 is 8-quinolyl, R^2 is 2-methylbenzothiazol-5-yl, R^5 is hydrogen, and X^1 is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-(8-quinolyl)acetamide.

18. (Currently Amended) A method of treating a disease state chosen from diabetes, damage to skeletal muscles resulting from trauma or shock and a cardiovascular disease selected from the group consisting of atrial arrhythmia, intermittent claudication, ventricular arrhythmia, Prinzmetal's (variant) angina, stable angina, unstable angina, congestive heart disease, and myocardial infarction in a mammal by administration of a therapeutically effective dose of a compound of claim 1.

19. (Currently Amended) The method of claim 18, wherein the disease state is a cardiovascular disease ~~is~~ selected from atrial arrhythmia, intermittent claudication, ventricular arrhythmia, Prinzmetal's (variant) angina, stable angina, unstable angina, congestive heart disease, ~~or~~ and myocardial infarction.

20. (Original) The method of claim 18, wherein the disease state is diabetes.

21. (Currently Amended) A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of ~~Formula I~~claim 1.